

**BOSTON SCIENTIFIC CORPORATION**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors of the Company (the “Board”) has adopted these guidelines to reflect the Company’s commitment to good corporate governance, and to comply with New York Stock Exchange and other legal requirements. In furtherance of these goals, the Board has also adopted a Company Code of Conduct and written charters for each of its standing committees including the Audit Committee, Executive Compensation and Human Resources Committee and Nominating and Governance Committee. The Nominating and Governance Committee will review these guidelines not less frequently than annually and propose modifications to the Board for consideration as appropriate.

**I. Director Responsibilities**

**A. Basic Responsibilities**

The business affairs of the Company are managed subject to the oversight of the Board of Directors of the Company, which represents and is accountable to the stockholders of the Company. The Board’s responsibilities are active and not passive and include the responsibility to regularly evaluate the strategic direction of the Company, management policies and the effectiveness with which management implements its policies. The Board may delegate areas of its responsibility to the appropriate standing committees of the Board. For those instances for which action is operationally desired between Board meetings, the Board may delegate powers to committees of the Board as appropriate. Such delegation, if made, will generally apply to a specific action or to a category of matters.

The basic responsibility of the directors is to act in good faith and with due care so as to exercise their business judgment on an informed basis in what they reasonably and honestly believe to be in the best interests of the Company and its stockholders.

**B. Board, Committee and Annual Stockholder Meetings**

Directors are expected to prepare for and use reasonable efforts to participate in all Board meetings and meetings of committees on which they serve. The Board and each committee will meet as frequently as necessary to properly discharge their responsibilities, provided that the full Board will meet at least four times per year. In addition, directors are expected to use reasonable efforts to attend annual meetings of stockholders.

The Chairperson of the Board, in consultation with appropriate members of management, will prepare the agenda for each Board meeting. While the agenda will initially be set by the Chairperson of the Board in consultation with appropriate members of management, each director is free to suggest the inclusion of items on the agenda. The chairperson for a committee will review the committee’s actions with the Board at the next regularly scheduled Board meeting after such actions were taken.

Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should, to the extent appropriate

and/or practical, be distributed in writing to the directors sufficiently in advance of the meeting to permit meaningful review. Directors are expected to review in detail the materials provided in advance of each meeting.

C. Chairperson of the Board

The Chairperson of the Board provides leadership to the Board and works with it to define its structure, agenda and activities in order to fulfill its responsibilities. The Chairperson of the Board works with senior management to help ensure that matters for which management is responsible are appropriately reported to the Board.

In fulfilling his or her responsibilities, the Chairperson of the Board will:

- establish processes to assist the Board in the efficient discharge of its duties;
- use all reasonable efforts to ensure the Board's full discharge of its duties;
- organize and present the agenda for regular or special Board meetings in consultation with appropriate members of management and based on suggestions from committee chairpersons and other directors;
- use all reasonable efforts to ensure the proper flow of information to the Board and review the adequacy and timing of documentary materials in support of management proposals;
- work with the Nominating and Governance Committee to develop processes to identify guidelines for the conduct of the directors, and use all reasonable efforts to ensure that each director makes a significant contribution to the Board;
- work with the Nominating and Governance Committee to develop processes for appropriately structuring committees and overseeing their function, including assignments of members and committee chairpersons; and
- carry out other duties as requested by the Board as a whole, depending on need and circumstances.

The offices of Chief Executive Officer and Chairperson of the Board will be held by separate individuals. The Chairperson of the Board will not be an executive of the Company.

D. Meetings of Non-Management and Independent Directors

Directors who qualify as "non-management directors," in compliance with the requirements of the New York Stock Exchange, shall meet in executive sessions without management at every regularly scheduled Board meeting and at such other times as they deem appropriate. The independent directors of the Company will meet in executive session without directors that are not independent no less frequently than once annually.

The chairperson of the Nominating and Governance Committee will preside at executive sessions of the independent directors, and in his or her absence, the chairperson of the Audit Committee will preside, and in his or her absence, the chairperson of the Executive Compensation and Human Resources Committee will preside. Each of these executive sessions may include a discussion with the Chief Executive Officer.

E. Board Interaction with Institutional Investors, Research Analysts and Media

As a general rule, management will speak on behalf of the Company. Comments and other statements from the entire Board, if appropriate, will generally be made by the Chairperson of the Board. It is suggested that, under normal circumstances, each director will refer all inquiries from third parties to management.

F. Communications with Directors

1. Communication with Non-Management Directors

In order to facilitate the ability of interested parties (including stockholders) to communicate with and make their concerns known to the non-management directors on a confidential basis, the non-management directors will establish and maintain an electronic mailing address and a physical mailing address, which shall be the address of the Company, to which such communications may be sent. These addresses will be published in the Company's annual proxy statement and on the Company's website. The General Counsel's office is authorized to review and organize, but not screen (other than screen commercial solicitations for appropriateness), any such communications from interested parties (including stockholders).

2. Communications with the Entire Board

In addition to providing a means for communicating with non-management directors, the Company will establish and maintain an electronic mailing address and a physical mailing address to which interested parties (including stockholders) may communicate their views regarding the Company to the entire Board. The Company will publish these addresses in the Company's annual proxy statement and on the Company's website. The General Counsel's office is authorized to review and organize, but not screen (other than screen commercial solicitations for appropriateness), any such communications from interested parties (including stockholders).

**II. Composition and Selection of the Board**

A. Size and Composition of the Board

The Board will assess its size from time to time to determine whether its size continues to be appropriate. However, in the absence of exceptional circumstances, the Board should consist of between nine and fifteen members.

B. Term

Directors are elected or appointed to a one-year term, or less if filling an unexpired term or serving the last term prior to retirement. Full Board terms commence and conclude at the annual meeting of stockholders.

C. Board Membership Criteria

1. Mix of Independent and Other Directors

The Board will have a significant majority of directors who meet the criteria for independence required by the New York Stock Exchange.

2. Independence

To be considered independent under the requirements of the New York Stock Exchange, the Board must affirmatively determine that a director has no material relationship with the Company, either directly or indirectly. The Board considers all relevant facts and circumstances known to it in making determinations of independence. The Company must identify the independent directors by name, specify that the Board has determined that these directors are independent and discuss the basis for the Board's determinations in the Company's annual proxy statement. The Company must disclose, by specific category or type, any transactions, relationships or arrangements that were considered by the Board in determining that a director is independent.

The Company will not make or arrange any personal loans to directors and executive officers.

The Board will monitor its compliance with the New York Stock Exchange requirements for director independence on an ongoing basis. Each independent director is expected to notify the chairperson of the Nominating and Governance Committee, as soon as reasonably practicable, in the event that his or her personal circumstances change in a manner that may affect the Board's evaluation of such director's independence.

3. Audit Committee Independence

Directors who serve on the Audit Committee shall also meet the following independence standards: a director (i) must qualify as independent under the requirements of the New York Stock Exchange, (ii) must meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and (iii) may not, other than in his or her capacity as a member of the Audit Committee, the Board or any other committee of the Board, accept any consulting, advisory or other compensatory fee from, or be an affiliated person of, the Company or any of its subsidiaries. Disallowed compensation for an Audit Committee member includes fees paid directly or indirectly for services as a consultant or a legal or financial advisor, regardless of the amount, and also includes compensation paid to such director's firm for such consulting or advisory services even if the director is not the actual service provider. Audit Committee members may receive directors' fees, in the form of cash, stock, stock units, stock options or

other in-kind consideration ordinarily available to directors, as well as regular benefits that other directors receive.

4. General Criteria for Nomination to the Board

Attached to these Corporate Governance Guidelines as Annex A are the general criteria for nomination to the Board that have been adopted by the Nominating and Governance Committee. These general criteria set the traits, abilities and experience that the Board looks for in determining candidates for election to the Board. The Nominating and Governance Committee is responsible for periodically reviewing these criteria.

5. Nominee Selection Process

The Nominating and Governance Committee will recommend director nominees to the Board in accordance with the criteria set forth in Annex A, the policies and principles in its Charter and any other procedures or criteria it may establish from time to time. The Nominating and Governance Committee will review with the same degree of care and consideration all candidates for nomination to the Board submitted by Board members, the Chief Executive Officer, and stockholders. The Nominating and Governance Committee shall periodically review the Company's procedures for stockholder nominations of directors. In furtherance of such stockholder action, the Company shall designate in its proxy a means for stockholders to recommend director nominees to the Nominating and Governance Committee. The invitation to join the Board will be extended by the Chairperson of the Board and/or the chairperson of the Nominating and Governance Committee.

The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the current size, structure (including leadership structure) and composition of the Board as a whole taking into account the directors' degree of independence, business background (including any areas of particular expertise, such as accounting or related financial management expertise, marketing or technology), record of service for incumbent directors (including attendance record, meeting preparation, and overall contribution to the Board), employment status, gender, ethnicity, age, availability for service to the Company, and anticipated needs of the Company.

6. Majority Voting Policy

In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly offer to tender his or her resignation following certification of the shareholder vote. The Nominating and Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote. In making their determinations, the Nominating and Governance Committee and the Board may consider any factors or other information that they consider appropriate and relevant, but absent a compelling reason for the director to remain on the Board, the director's resignation shall be accepted. Thereafter, the Board will promptly disclose its decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if

applicable) in a press release and/or filing with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee's recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the remaining independent directors who did not receive a Majority Withheld Vote shall consider the resignation offers to determine whether to accept them. A director whose resignation is not accepted by the Board shall continue to serve until his or her re-election or until his or her earlier resignation or removal. In any case in which a director's resignation is accepted by the Board, the Nominating and Governance Committee shall recommend to the Board whether to fill the vacancy or to reduce the size of the Board.

D. Membership on Other Boards

Directors must inform the Chairperson of the Board and the chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another organization's board. In the event of a perceived conflict of interest, prior to accepting the invitation to serve on another organization's board, a director must request that the General Counsel evaluate possible conflicts or other legal requirements. Should the General Counsel conclude that a conflict exists, the director would be expected to decline the organization's invitation, or resign from the Company's Board.

No director may sit on the board of, or acquire any stock in (other than through mutual funds or similar non-discretionary, undirected arrangements), any of the Company's major competitors in its principal lines of business. Without the approval of the Nominating and Governance Committee, no director may sit on more than four public company boards (including the Company's board). No director may serve simultaneously on the audit committees of more than three public companies (including the Company). Notwithstanding the foregoing, without the approval of the Nominating and Governance Committee, the Chief Executive Officer of the Company may not sit on more than one public company board (in addition to the Company's board).

E. Ownership of Company Securities

All directors are required to have a significant personal investment in the Company through their ownership of Company shares. As a guideline, each director should own a number of shares equal in value to at least three times the annual cash retainer for non-employee directors within five years of his or her joining the Board, with such changes as the Nominating and Governance Committee may approve from time to time. For purposes of satisfying this obligation, stock units and stock or stock unit deferrals under a Company deferred compensation plan may be included in the aggregate number of shares held by a director.

All executive officers are also required to have a significant personal investment in the Company through their ownership of Company shares. As a guideline, the Board has set minimum stock ownership guidelines for executive officers in the following amounts:

- Chief Executive Officer      240,000 shares

- President 150,000 shares  
[if title not held by CEO]
- Executive Vice Presidents 75,000 shares
- Senior Vice Presidents 20,000 shares

Each executive officer is expected to attain his or her ownership target within five years of such individual becoming an executive officer.

F. Changes in Current Job Responsibility

Directors, including employee directors, who retire from or change their principal occupation or the principal responsibility they held when they were elected or appointed to the Board shall offer to submit their resignation from the Board in order to give the Board an opportunity, through the Nominating and Governance Committee, to review whether it is appropriate for such director to continue to be a member of the Board under these circumstances.

G. Term Limits and Mandatory Retirement

The Board has not established any term limits to an individual's membership on the Board. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of causing the loss to the Company of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Nominating and Governance Committee will, as part of its annual assessment of the composition of the Board, review a director's continuation on the Board.

H. Director Emeritus

Upon the recommendation of the Nominating and Governance Committee, the Board may in its discretion designate one or more former directors as a Director Emeritus. Each such designation shall be for a term until such Director Emeritus' earlier death, resignation or removal (for any reason or no reason). It is not intended that everyone who has served on the Board shall be eligible to become a Director Emeritus. The designation shall be reserved for those retiring Board members who are co-founders of the Company. Directors Emeritus may attend Board meetings as and when invited by the Board and may attend meetings of any committee of the Board as and when invited by the committee, but they shall not be entitled to notice of any such meetings or to vote or be counted for quorum purposes at any such meetings. Directors Emeritus may provide advice and offer opinions to the Board or committees of the Board, but the position shall be advisory only and any person holding the position shall not be considered a director for any purpose, including the Company's Certificate of Incorporation and By-laws and Delaware law, and a Director Emeritus shall have no power or authority to manage the affairs of the Company and shall not have any of the liabilities or duties of directors or officers under law in his or her capacity as a Director Emeritus. Directors Emeritus will not be entitled to receive fees for such service but shall be reimbursed for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board and its committees or in connection with any service performed for the Board and/or the Company. Any

person holding the position shall, however, remain subject to applicable federal securities laws, any Corporate Integrity Agreement in force at the time of such service, and those portions of the Company's Code of Conduct and Related Party Transaction, Public Disclosure and Stock Trading Policies that are applicable to directors.

### **III. Board Committees**

#### **A. Composition and Responsibilities**

The Board will have at all times an Audit Committee, an Executive Compensation and Human Resources Committee and a Nominating and Governance Committee and any other committees the Board deems appropriate. All of the members of the Audit Committee, the Executive Compensation and Human Resources Committee, the Nominating and Governance Committee and the Compliance and Quality Committee will be independent directors under the criteria for independence required by law and the New York Stock Exchange. The members of each standing and ad hoc committee of the Board, including the Audit Committee, Executive Compensation and Human Resources Committee and Nominating and Governance Committee will be appointed by the Board upon recommendation of the Nominating and Governance Committee based on each committee's member qualification standards. Consideration should be given to the desired skills and characteristics of individual directors. The Board will appoint the chairperson of each committee upon the recommendation of the Nominating and Governance Committee.

The Nominating and Governance Committee will annually review committee assignments and will consider the rotation of committee chairpersons and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

#### **B. Charters**

The Board will adopt charters setting forth the purposes, goals and responsibilities of each of the Audit Committee, Executive Compensation and Human Resources Committee and Nominating and Governance Committee and any other committees the Board deems appropriate, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. All such charters shall be published on the Company's website and the Company shall state in its annual proxy statement that each committee's charter is available on the Company's website.

#### **C. Committee Agendas**

The chairperson of each committee shall develop and set the committee's agenda, in consultation with other members of the committee, the Board and appropriate members of management. This agenda will be shared with the Board. Committees will have staff support furnished by appropriate departments in the Company.

#### **IV. Director Access to Officers, Employees and Independent Advisors**

##### **A. Access to Management and Employees**

In discharging its oversight role, the Board and its committees will have direct access to management on an “as needed” basis. Directors should inform the Chief Executive Officer of any substantive contacts other than those normally associated with regular committee responsibilities. In addition, from time to time, key executive officers are invited to attend meetings and to make presentations to the Board. The Board also encourages the Chairperson of the Board to bring other managers into Board meetings who can provide additional insight into items on the agenda and/or who have strong future potential to which the Board should be exposed. Also, generally, the Chief Executive Officer (as a director) and the General Counsel (acting as Secretary) will attend Board meetings. All non-directors attending Board meetings may be excused by the Chairperson of the Board for certain portions of the meetings.

##### **B. Access to Independent Advisors**

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. The Company will provide sufficient funding to the Board and to each committee, as determined by the Board and each committee, to exercise their functions and for the services of their advisors and, in the case of the Audit Committee, the independent auditors.

##### **C. Internal Reporting**

The Audit Committee will encourage submission, and establish procedures for the confidential treatment by the appropriate officers, under the supervision of the Audit Committee or the Compliance and Quality Committee, as appropriate, of complaints and concerns by officers and employees regarding accounting and auditing matters and of reports regarding alleged violations of the Company Code of Conduct or other Company policies or law.

The senior executives of the Company are encouraged to initiate direct contact with the chairperson of the Audit Committee if they believe that there is a matter that should be brought to the attention of the Board.

#### **V. Related Party Transactions**

##### **A. Statement of Policy**

It is the policy of the Company that all Related Party Transactions, as that term is defined below, shall be subject to approval or ratification in accordance with the following procedures.

##### **B. Definitions**

A “Related Party Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or

guarantee of indebtedness) in which (a) the aggregate amount involved will or may be expected to exceed \$120,000, (b) the Company or any subsidiary is a participant, and (c) any Related Party has or will have an interest.

A “Related Party” is (a) any person who is or was (since the beginning of the last completed fiscal year, even if they do not presently serve in that role) an executive officer, director or director nominee of the Company; (b) any person who is Director Emeritus; (c) any person or entity who holds more than a 5% beneficial ownership of the Company’s common stock; (d) any immediate family member (defined below) of any of the foregoing; or (e) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or acts in any similar position or in which such person or persons collectively have a 10% or greater beneficial ownership interest.

“Immediate family member” includes a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brother- and sisters-in-law and anyone residing in such person’s home (other than a tenant or employee).

### C. Procedures

1. The General Counsel of the Company shall be responsible for identifying potential Related Party Transactions from information solicited annually in questionnaires submitted by directors and officers, and also from any person newly nominated or appointed as a director or as an executive officer. In addition, directors and executive officers shall notify the General Counsel of any transaction, arrangement or relationship that they propose to enter into, or of which they become aware, that might reasonably be expected to be a Related Party Transaction, including transactions involving an immediate family member or entity with which they are affiliated, as described in clauses (d) and (e) of the definition of Related Party above. With respect to 5% stockholders, the General Counsel will monitor their identity through public filings with the Securities and Exchange Commission. Moreover, the General Counsel will request from a known 5% stockholder:

- if an individual, the same information as is requested of directors and executive officers under this policy, and
- if a firm, corporation or other entity, a list of the principals or executive officers of that firm, corporation or entity.

The General Counsel will determine whether a proposed transaction or relationship of which he is informed pursuant to this policy, or otherwise becomes aware, is a Related Party Transaction; if it is, he will provide relevant details and analysis of the Related Party Transaction to the Nominating and Governance Committee for consideration at its next regularly scheduled meeting.

If the General Counsel has an interest in a potential Related Party Transaction, the General Counsel shall provide all relevant information regarding the transaction or relationship to the chairperson of the Nominating and Governance Committee who shall

determine whether the proposed transaction or relationship is a Related Party Transaction and provide the information to the Nominating and Governance Committee that would otherwise be provided by the General Counsel.

The General Counsel shall provide summary information to the Nominating and Governance Committee annually of all transactions or relationships which he has considered under this policy, including those that he has determined do not constitute Related Party Transactions.

2. The Nominating and Governance Committee shall review the material facts of all Related Party Transactions that require the Nominating and Governance Committee's approval and approve the Related Party Transaction with or without conditions or additional protections for the Company, subject to the exceptions described below. If advance Nominating and Governance Committee approval of a Related Party Transaction is not feasible, then the Related Party Transaction shall be considered and, if the Nominating and Governance Committee determines it to be appropriate, ratified at the Nominating and Governance Committee's next regularly scheduled meeting. In determining whether to approve or ratify a Related Party Transaction, the Nominating and Governance Committee will take into account, among other factors it deems appropriate, whether the Related Party Transaction is on terms no more favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the Related Party's interest in the transaction. The Nominating and Governance Committee may in its discretion delegate to the Nominating and Governance Committee Chairperson the authority to review and approve (or ratify, as applicable) Related Party Transactions except for any such transaction that involves the chairperson of the Nominating and Governance Committee.

3. The Nominating and Governance Committee has reviewed the types of Related Party Transactions described in Section D below and determined that each of those types of transactions shall be deemed to be pre-approved or ratified (as applicable) by the Nominating and Governance Committee under the terms of this policy.

4. No director shall participate in any review or approval of a Related Party Transaction for which he or she is a Related Party, except that the director shall provide all material information concerning the Related Party Transaction to the General Counsel and the Nominating and Governance Committee.

5. If a Related Party Transaction will be ongoing, the Nominating and Governance Committee may, in its discretion, establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Nominating and Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to see that they are in compliance with the Nominating and Governance Committee's guidelines and that the Related Party Transaction remains appropriate.

6. The material features of this policy and all Related Party Transactions that are required to be publicly disclosed, will be so disclosed.

D. Standing Pre-Approval for Certain Related Party Transactions

The Nominating and Governance Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions shall be deemed to be pre-approved by the Nominating and Governance Committee, even if the aggregate amount involved will exceed \$120,000.

1. Employment of Executive Officers. Any employment by the Company of an executive officer of the Company if:

- The related compensation is required to be reported in the Company's proxy statement under Regulation S-K Item 402 of the Securities and Exchange Commission's compensation disclosure requirements (generally applicable to "named executive officers"); or
- (x) The executive officer is not an immediate family member of another executive officer or director of the Company, (y) the related compensation would have been reported in the Company's proxy statement under Regulation S-K Item 402 of the Securities and Exchange Commission's compensation disclosure requirements if the executive officer had been a "named executive officer," and (z) the Company's Executive Compensation and Human Resources Committee approved (or recommended that the Board approve) such compensation.

2. Director Compensation. Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Regulation S-K Item 402 of the Securities and Exchange Commission's compensation disclosure requirements.

3. Certain Transactions with Other Companies. Any transaction with another company and the Related Party's only relationship to that company is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000 or 2%<sup>1</sup> of that company's total annual consolidated gross revenues.

4. Certain Company Charitable Contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university and the Related Party's only relationship with such organization is as an employee (other than an executive officer) or director, if the aggregate amount involved does not exceed the lesser of \$500,000 or 1% of the organization's total annual consolidated gross revenues.

5. Pre-Policy Relationships. Any ongoing relationship that has been considered by the Board of Directors of the Company or by a committee of the Board prior to the adoption of this policy, whether in connection with consideration of the "independence" of particular directors or otherwise, provided that there is no fundamental change in the nature of that relationship.

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<sup>1</sup> \$1,000,000 or 2% are the NYSE "independence" thresholds for such transactions.

## **VI. Director Orientation and Continuing Education**

All new directors will participate in orientation and continuing education programs in accordance with the following procedures established by the Nominating and Governance Committee. Each new director must be provided with the following materials as soon as practicable after he or she is elected or appointed:

- these Corporate Governance Guidelines,
- the Code of Conduct,
- the Company's most recent annual report on Form 10-K and proxy statement,
- the Company's quarterly reports on Form 10-Q for the current year,
- any recent Board presentations and/or communications from the Chairperson of the Board and from the Chief Financial Officer,
- the Company's press releases for the current year, and
- the Company's three-year calendar of Board meetings and corporate calendar of other events.

Directors are expected to become and remain familiar with the important product, market, and operational characteristics of the Company's businesses. To further this objective, all new directors will be provided with written and in person briefings by members of management of the Company regarding the Company's history, current operations and future plans. In addition, the Nominating and Governance Committee, working with appropriate members of management of the Company and, as appropriate, outside advisors, will periodically report to the Board on significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.

Directors are encouraged to participate in non-management director education programs at the Company's expense.

## **VII. Director Compensation**

The Executive Compensation and Human Resources Committee will annually review and recommend, and the Board will approve, the form and amount of non-employee director compensation, including perquisites, in accordance with corporate policies and principles relevant to non-employee director compensation. It is the Company's policy that a significant portion of non-employee director compensation be in the form of Company stock or equity-based awards. In determining the form and amount of non-employee director compensation, the Board will consider that questions may be raised regarding non-employee directors' independence if non-employee director compensation and benefits exceed customary levels.

### **VIII. Management Succession**

The Nominating and Governance Committee will report to the Board periodically on succession planning for the Chief Executive Officer (and other executive officers, as appropriate). The Chief Executive Officer will make available to the Board, and will meet with the Nominating and Governance Committee at least once per year to discuss, his or her recommendations and evaluations of potential successors to his or her own position, including in the event of an unexpected emergency, and review any development plans recommended for such individuals. As part of its succession planning review, the Nominating and Governance Committee shall use all reasonable efforts to ensure that in the event of an unexpected emergency or departure of the Chief Executive Officer, a process is in place for the timely and efficient transfer of his or her responsibilities including recommendations for longer-term succession arrangements.

### **IX. Oversight of the Annual Performance Self-Evaluation**

The Nominating and Governance Committee, on behalf of the Board, will oversee the annual performance self-evaluation of the Board and of each committee to determine whether each of them is functioning effectively. The performance self-evaluation will focus on the contribution to the Company by the Board and each committee, and will specifically focus on areas in which a better contribution could be made. The Nominating and Governance Committee shall establish the criteria and processes to be used by the Board and the committees in these annual performance self-evaluations.

### **X. Director Insurance, Indemnification and Exculpation**

The Company intends to, and the directors will be entitled to have the Company, purchase reasonable directors' and officers' liability insurance on behalf of the directors to the extent reasonably available. In addition, the directors will receive the benefits of indemnification provided by the Company's Certificate of Incorporation, By-laws and any indemnification agreements, as well as the provisions regarding absence of personal liability contained in the Company's Certificate of Incorporation.

### **XI. Chief Executive Officer Certification and Disclosure**

The Chief Executive Officer must certify annually that, as of the date of such certification, he is not aware of any violations by the Company of the New York Stock Exchange's corporate governance listing standards. In addition, the Chief Executive Officer shall promptly notify the New York Stock Exchange after any executive officer of the Company becomes aware of any non-compliance with any applicable provisions of the New York Stock Exchange's corporate governance listing standards.

### **XII. Disclosure of Corporate Governance Guidelines**

The Company shall make these Guidelines publicly available on the Company's website. The Company shall disclose such availability in its annual proxy statement and also shall disclose therein that it shall provide a printed copy of these Guidelines without charge to any Company stockholder who requests them.

**General Criteria For Nomination To  
The Board Of Directors of Boston Scientific Corporation**

1. Directors should be individuals who have succeeded in their particular field and who demonstrate integrity, reliability, knowledge of corporate affairs, and an ability to work well together.
2. Directors should satisfy at least one of the following criteria:
  - demonstrated management ability at senior levels in successful organizations;
  - current or recent employment in positions of significant responsibility and decision-making;
  - expertise in leading rapidly growing multi-national organizations; or
  - current and prior experience related to anticipated Board and committee responsibilities in other areas of importance to the Company.
3. A significant majority of Board members should be independent directors, a majority of whom are actively engaged in business or professional activity.
4. Each director should be free of significant business connections with competitors of the Company.
5. The Chief Executive Officer shall be a member of the Board.